Godrej Agrovet Ltd.
Registered Office : Godrej One,
3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400 079, India.
Tel. : +91-22-2518 8010/8020/8030
Fax : +91-22-2519 5124
Email : gavlho@godrejagrovet.com
Website : www.godrejagrovet.com
CIN : L15410MH1991PLC135359

Date: May 18, 2018

To,
BSE Limited
P. J. Towers, Dalal Street, Fort
Mumbai – 400 001.

Ref.: BSE Scrip Code No. "540743"

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400 051.

Ref: "GODREJAGRO"

Subject: Dispatch of Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Dear Sir(s),

Further to our letter dated May 14, 2018, we wish to inform you that pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Godrej Agrovet Limited ("the Company") has completed the physical and electronic dispatch of the Post Ballot Notice dated May 14, 2018 along with the Postal Ballot Form to all the Members whose name is recorded in the Register of Members / Beneficial Owners as received from the Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and Central Depository Securities Limited as on May 15, 2018 (Cut-off date). The copy of Postal Ballot form and Notice is attached.

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") for providing E-Voting facility. Please note that the E-Voting period will commence on Monday, May 21, 2018 at 9.00 a.m. (IST) and end on Tuesday, June 19, 2018 at 5.00 p.m. (IST).

The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-voting process are available on **https://www.evoting.karvy.com** or **http://www.godrejagrovet.com**

Kindly take note of the above.

Thanking you,

Yours faithfully,
For Godrej Agrovet Limited

Vivek Pritamlal Raizada
Digitally signed by Vivek Pritamlal Raizada
Date: 2018.05.18 19:03:55 +05'30'

Vivek Raizada
Head – Legal & Company Secretary & Compliance Officer
(ACS 11787)

Encl.: a/a

C.C.: KARVY COMPUTERSHARE PRIVATE LIMITED

Karvy Selenium Tower-B, Plot No.31-32, Financial District,

Nanakramguda, Gachibowli, Hyderabad - 500 032, India.

GODREJ AGROVET LIMITED

(Corporate Identity Number (CIN): L15410MH1991PLC135359)
Registered Office: "Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai-400079, Maharashtra, India
Tel.: (91 22) 2519 4416, **Fax:** (91 22) 2519 5124,
Website: www.godrejagrovet.com; **Email:** gavlinvestors@godrejagrovet.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE IS HEREBY GIVEN THAT the Resolutions set out below are proposed to be passed by the Members of Godrej Agrovet Limited ("the Company") by means of Postal Ballot including Electronic Voting (e-voting), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force). The Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice is attached.

The Board of Directors has appointed Ms. Doly Bhalavat, of M/s. Doly Bhalavat & Associates, Practicing Company Secretary (Certificate of Practice No. 20263) as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose. The Members have the option to vote either by means of physical Postal Ballot or through e-voting. The Members desiring to exercise their votes by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours, that is, 5.00 p.m. on Tuesday, June 19th, 2018. Postal Ballot Forms received after 5.00 p.m. on Tuesday, June 19th, 2018 will be treated as 'invalid'.

Pursuant to Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the Resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder. The Scrutinizer will submit her report to the Managing Director of the Company after the completion of scrutiny, and the results of voting by means of Postal Ballot (including voting through electronic means) will be announced on Wednesday, June 20th, 2018, at the Registered Office of the Company and also by placing the same on the Company's website, viz., www.godrejagrovet.com and on the web-link of Karvy Computershare Private Limited, viz., https://evoting.karvy.com. The results will simultaneously be communicated to the Stock Exchanges.

The Resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

PROPOSED RESOLUTIONS – SPECIAL BUSINESS:

1) **Approval of the "Godrej Agrovet Limited - Employees Stock Grant Scheme, 2018" ("ESGS 2018") and allotment of Equity Shares thereunder to the eligible Employees of the Company.**

   To consider, and if thought fit, to pass the following Resolution as a **Special Resolution:**

   "RESOLVED THAT in accordance with the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rules framed thereunder and the Securities and Exchange Board of India ("SEBI") (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable regulations, rules, circulars and guidelines in force, from time to time and subject to any approval(s) of any authority(ies) as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authority(ies) while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as the "Compensation Committee" under the SBEB Regulations or its delegated authority and to exercise its powers, including the powers conferred by this Resolution), the consent of the Members be and is hereby accorded to the Board to grant Options and allot Equity Shares of the Company upon vesting of Options, from time to time and in one or more tranches, under the '**Godrej Agrovet Limited – Employees Stock Grant Scheme, 2018' ("ESGS 2018"),** to the benefit of such persons who are permanent employees of the Company (both present and future), whether working in India or outside India, and / or to the Directors of the Company, whether whole-time or not but excluding Independent Director(s) and to such other persons as may be decided by the Board and / or permitted under SBEB Regulations (hereinafter referred to as "Eligible Employees") but not including an employee who is a promoter or a person belonging to the promoter group or a Director who either himself / herself or through his / her relative or through any body corporate, directly or indirectly, holds more than 10% (Ten per cent) of the outstanding Equity Shares of the Company, at such price(s) and on such terms and conditions, as may be determined by the Board in accordance with the provisions of ESGS 2018 and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations, the salient features of which are set out in the Statement annexed to this Postal Ballot Notice."

   "RESOLVED FURTHER THAT the Board be and is hereby authorised to devise, formulate, evolve, decide upon and bring into effect ESGS 2018 as per the terms approved in this Resolution read with the Statement annexed to this Postal Ballot Notice and at any time to modify, alter or amend the said terms or suspend, withdraw or terminate ESGS 2018, subject to compliance with the SBEB Regulations and other applicable laws, rules and regulations, as may be prevailing at that time."

"RESOLVED FURTHER THAT the Equity Shares may be allotted against the Options granted, in accordance with ESGS 2018 either directly to the employees or through a trust, to be set up in a manner permissible under the SBEB Regulations."

"RESOLVED FURTHER THAT the Equity Shares so issued and allotted under ESGS 2018 shall rank *pari passu* with the existing Equity Shares of the Company in all respects."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted under ESGS 2018 on the Stock Exchanges, where the Equity Shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations."

"RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws, rules and regulations to the extent relevant and applicable to ESGS 2018."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESGS 2018 and to take all such steps and do all such acts as may be incidental or ancillary thereto."

2) Extension of the benefits of "Godrej Agrovet Limited - Employees Stock Grant Scheme, 2018" ("ESGS 2018") to the eligible Employees of the Subsidiary Companies.

To consider, and if thought fit, to pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rules framed thereunder and the Securities and Exchange Board of India ("SEBI") (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable regulations, rules, circulars and guidelines in force, from time to time and subject to any approval(s) of any authority(ies) as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authority(ies) while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as the "Compensation Committee" under the SBEB Regulations or its delegated authority and to exercise its powers, including the powers conferred by this Resolution), the consent of the Members be and is hereby accorded to the Board to extend the benefits of the **'Godrej Agrovet Limited – Employees Stock Grant Scheme, 2018' ("ESGS 2018"),** also to or to the benefit of such persons who are permanent employees of Subsidiary Companies of the Company, whether working in India or outside India, and / or to the Directors of the Subsidiary Companies of the Company (both present and future), whether whole-time or not, but excluding Independent Director(s) of the Subsidiary Companies and to such other persons as may be decided by the Board and / or permitted under SBEB Regulations (hereinafter referred to as "Eligible Employees") but excluding an employee who is a promoter or person belonging to the promoter group or Director of the Subsidiary Company who either himself / herself or through his / her relative or through any body corporate, directly or indirectly, holds more than 10% (Ten per cent) of the outstanding Equity Shares of the Company, to the intent that the number of Equity Shares offered under ESGS 2018 to the Eligible Employees of the Subsidiary Companies shall be subsumed in the aggregate limit of the Equity Shares of the Face Value of ₹ 10/- (Rupees Ten only) each as set out in the Special Resolution under Item No. 1 of this Postal Ballot Notice."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect ESGS 2018 as per the terms approved in this Resolution read with the Statement annexed to this Postal Ballot Notice and at any time to modify, alter or amend the said terms or suspend, withdraw or terminate ESGS 2018, subject to compliance with the SBEB Regulations and other applicable laws, Rules and Regulations, as may be prevailing at that time."

"RESOLVED FURTHER THAT the Equity Shares may be allotted against the Options granted, in accordance with ESGS 2018 either directly to the employees of the Subsidiaries Companies or through a trust, to be set up in a manner permissible under the SBEB Regulations."

"RESOLVED FURTHER THAT the Equity Shares so issued and allotted under ESGS 2018 shall rank *pari passu* with the then existing Equity Shares of the Company in all respects."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Equity Shares allotted under ESGS 2018 on the Stock Exchanges, where the Equity Shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations."

"RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws, rules and regulations to the extent relevant and applicable to ESGS 2018."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESGS 2018 and to take all such steps and do all acts as may be incidental or ancillary thereto."

3) Increase in the investment limit of the Company upto ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) under Section 186 of the Companies Act, 2013.

To consider, and if thought fit, to pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders of the Company at the 24th (Twenty Fourth) Annual General Meeting of the Company held on July 24, 2015 and pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and such other approvals, consents, sanctions and permissions of such authority(ies) as may

be required and in terms of the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or may hereafter constitute or any other delegate for exercising the powers conferred on the Board by this Resolution and Section 179 of the Act):

a) give any loan(s) to; and / or,

b) give any guarantee(s), provide any security(ies) in connection with loan(s) made to; and / or,

c) make investment(s) by way of subscription, purchase or otherwise the securities [including shares, debentures and / or any other security(ies)] of;

any Subsidiary(ies) / Group Company(ies) / any Body(ies) Corporate(s) / Person(s), whether Indian or overseas, from time to time, which the Board may at its absolute discretion deem fit / beneficial and in the interest of the Company, in one or more tranches, PROVIDED that the aggregate amount of loans, guarantees, securities granted and investments made by the Company shall not exceed a limit of ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) at any point of time."

"**RESOLVED FURTHER THAT** to give effect to this Resolution, the Board be and is hereby authorised to negotiate and finalise the terms and conditions of loans, guarantees, securities and investments from time to time, to execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s), as may be required, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient (including the decisions on the timing, amount and other terms and conditions of such of loans, guarantees, securities and investments and varying any of them through recall, renew, transfer, sale, dis-investment or otherwise disposal off either in part or in full and to exercise all the rights and powers, as may be deemed necessary, proper and desirable, including the power to settle any issue, question, difficulty or doubt that may arise in respect of such investment(s), loan(s), guarantee(s) or security(ies) made or given by the Company (as the case may be), subject to the limit specified above."

4) Increase in the borrowing powers of the Company upto a limit of ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) under Section 180 (1) (c) of the Companies Act, 2013.

To consider, and if thought fit, to pass the following Resolution as a **Special Resolution:**

"**RESOLVED THAT** in supersession of the Special Resolution passed by the Members of the Company at the 24th (Twenty Fourth) Annual General Meeting of the Company held on July 24, 2015 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereof for the time being in force) and as per the provisions of Articles of Association of the Company, approval of the Members be and is hereby accorded to the Board of Directors (the "Board", which term shall be deemed to include any Committee which the Board may have constituted or may hereafter constitute or any delegate for exercising the powers conferred on the Board by this Resolution and under Section 179 of the Act) to borrow from time to time, all such money(ies) as may be deemed requisite for the purpose of business (including new business ventures or prospects) of the Company, in both domestic and foreign currency, of both capital and revenue in nature, notwithstanding that the money(ies) to be borrowed together with money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, PROVIDED, however that the total amount so borrowed by the Board and outstanding at any point of time shall not exceed a sum of ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) ."

"**RESOLVED FURTHER THAT** subject to the provisions of the Act and the Rules framed thereunder and other applicable laws (if any), the borrowings stated above may be secured or unsecured, and shall include, but shall not be limited to, borrowings from any person(s) (whether natural or artificial), by way of Loans, Inter Corporate Deposits (ICDs), facilities of any nature from Banks / Financial Institutions, Commercial Papers (CPs), Public Deposits, External Commercial Borrowings (ECBs), Debentures (whether convertible or non-convertible), Bonds (including Masala Bonds) or any other instruments permitted to be issued by the Company under any law for the time being in force."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to finalize, settle and execute such document(s)/deed(s)/writing(s)/paper(s)/agreement(s) as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise, including but not limited to creation, modification or satisfaction of any security in respect of any borrowing and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

5) To approve creation of Charge / Mortgage / Hypothecation under Section 180 (1) (a) of the Companies Act, 2013 against the assets / properties of the Company.

To consider, and if thought fit to pass the following Resolution as a **Special Resolution:**

"**RESOLVED THAT** the approval of the Members be and is hereby accorded in terms of provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereof, for the time being in force), and such other approvals, consents, sanctions and permissions of such authority(ies) as may be required, to the Board of Directors (the "Board", which term shall be deemed to include any Committee which the Board may have constituted or may hereafter constitute or any delegate for exercising the powers conferred on the Board by this Resolution) to mortgage and/or hypothecate and/or create charge, in addition to mortgage / hypothecation / charge(s) created by the Company, in such manner as the Board may determine, on all or any of the moveable / immoveable properties / assets of the Company, both present and future and / or whole or any part of undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of defaults to secure the borrowings of the Company, in foreign currency and / or rupee currency and securities (comprising fully / partly convertible Debentures and / or Non-Convertible Debentures, on all or any of the above, with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds (including Masala Bonds) or other debt instruments) issued / to be issued by the Company from time to time, in favour of the Lender(s), Agent(s) and Trustee(s), subject to the limits approved under section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compounded interest, in case of default accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agents / Trustee, premium (if any) on redemption, all other costs, charges and expenses as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Trust Deeds(s) / other Agreement(s) / any other documents, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings / debentures / bonds or other securities and containing such specific terms, conditions and covenants in respect of enforcement of security as may be stipulated in that behalf from time to time."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate, finalize and execute with the Lender(s) / Bank(s) / Financial Institution(s) / Company(ies) / Firm(s), such deeds / contracts / agreements / undertakings / indemnities / instruments / and any other documents/ guarantees as may be required for creating the aforesaid mortgages, hypothecations, assignments, charges and to propose/ accept any modifications to, or to modify, alter, vary, the terms and conditions of the existing deeds, contracts, instruments, agreements, documents the terms and conditions thereto and to do all such acts, deeds, matters and things as may be required, with power to settle all issues, questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to delegate all or any of these powers herein conferred to any Committee and / or Director(s) and / or Official(s) of the Company, to give effect to this Resolution."

By Order of the Board of Directors
Sd/-
Vivek Raizada
Head – Legal & Company Secretary & Compliance Officer

Mumbai, May 14th, 2018

Registered Office Address:-
Godrej Agrovet Limited
(CIN: L15410MH1991PLC135359)
"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai - 400079
Maharashtra
Tel. No.: (91 22) 2519 4416, **Fax:** (91 22) 2519 5124
Website: www.godrejagrovet.com
E-mail id: gavlinvestors@godrejagrovet.com

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the Members who have registered their e-mail addresses with the Company / Registrar and Share Transfer Agent of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to the Members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
3. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / beneficial owner as on Tuesday, May 15th, 2018.
4. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the web-link, viz. www.evoting.karvy.com or from the "Investor Relations" section on the Company's website, viz., www.godrejagrovet.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5.00 p.m. (IST) on Tuesday, June 19th, 2018.
5. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically and has engaged the services of Karvy Computershare Private Limited ("Karvy") as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
6. During the voting period, Members can login to Karvy's e-voting platform any number of times till they have voted on all the Resolutions. Once the vote on a Resolution is casted by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
7. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes casted through physical Postal Ballot will be treated as **"INVALID".**
8. The e-voting period commences on Monday, May 21st, 2018 at 9.00 a.m. (IST) and ends at 5.00 p.m. (IST) on Tuesday, June 19th, 2018. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut off date, that is, Tuesday, May 15th, 2018, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter.
9. The Resolutions, if approved, shall be deemed to have been passed on the date of declaration of results, i.e., Wednesday, June 20th, 2018.
10. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the Members at the Company's Registered Office during business hours (from 10.00 a.m. to 4.00 p.m.) on all working days (Monday to Friday) from the date of dispatch of this Postal Ballot Notice till Tuesday, June 19th, 2018.
11. In case of any query / grievance with respect to voting by means of Postal Ballot including e-voting, please visit the "Help and FAQ's" section available on Karvy's web-link, viz. https://evoting.karvy.com or send e-mail to gavlinvestors@godrejagrovet.com or call Karvy on toll free number 1800-3454-001 (from 9.00 a.m. to 5.00 p.m.) for further clarifications.
12. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.
13. A Member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
14. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

INSTRUCTIONS FOR VOTING

1. **Information and instructions relating to e-voting:-**

   (a) **In case of Members receiving an e-mail from Karvy Computershare Private Limited [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:**

   (i) Launch an internet browser by typing the URL https://evoting.karvy.com

   (ii) Members of the Company holding shares either in physical form or in dematerialized form, as on the cut off date i.e. close of business hours of Tuesday, May 15th, 2018 may cast their vote electronically.

   (iii) Enter the login credentials i.e. User ID and password, provided in the email received from Karvy Computershare Private Limited. However, if you are already registered with Karvy Computershare Private Limited for e-voting, you can use your existing User ID and password for casting your vote.

   (iv) After entering the above details click on - LOGIN.

   (v) Password change menu will appear. Change the password with a new password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. After changing the password, you need to login again with the new credentials.

   (vi) On successful login, the system will prompt you to select the E-Voting Even.

   (vii) Select 'EVEN' of Godrej Agrovet Limited – POSTAL BALLOT and click on – Submit.

   (viii) Now you are ready for e-voting as 'Ballot Form' page opens.

   (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.

   (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.

   (xi) Once you have confirmed your vote on the Resolution, you cannot modify your vote.

   (xii) The Portal will remain open for voting from **9.00 a.m. (IST) on Monday, May 21st, 2018 upto 5.00 p.m. (IST) on Tuesday, June 19th, 2018.**

   (xiii) Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at dolybhalavat410@gmail.com.

   (xiv) They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVEN NO."

   (b) **In case of Members receiving Postal ballot Form by post and opting for voting through Electronic means [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:**

   (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

   (ii) Please follow all steps from Sr. No. (a)(i) to Sr. No. (a)(xiv) mentioned above, to cast vote.

2. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in downloads section of the e-voting website of Karvy, viz., https://evoting.karvy.com.

3. The voting rights shall be as per the number of Equity Shares held by the Member(s) as on **Tuesday, May 15th, 2018**, being the cut off date. Members are eligible to cast vote electronically only if they are holding Equity Shares as on that date.

4. If you have forgotten your password, you can reset your password by using "Forgot Password" option available on https://evoting.karvy.com or contact Karvy Computershare Private Limited at toll free no. 1800-345-4001 or email at evoting.karvy.com In case of any other queries / grievances connected with voting by electronic means, you may also contact Mr. Kishore B V, Assistant Manager – Corporate Registry of Karvy Computershare Private Limited, at telephone no. (91 40) 6716 1500.

5. Members may utilize the facility extended by the Registrar and Share Transfer Agent for redressal of queries. Members may visit http://karisma.karvy.com and click on Members option for query registration through free identity registration process.

6. Relevant documents referred in the Notice are open for inspection by the Members at the Registered Office of the Company on all working days (Monday to Friday) between 10.00 a.m. to 4.00 p.m. up to the last date of receipt of postal ballot forms, i.e. Tuesday, June 19th, 2018.

7. The results declared along with the report of the Scrutinizer shall be displayed at the Registered Office of the Company and also on the website of the Company, viz., www.godrejagrovet.com immediately after the declaration of result by the Managing Director and at the website of e-voting agency, viz., Karvy Computershare Private Limited at https://evoting.karvy.com and shall also be immediately forwarded to the BSE Limited and The National Stock Exchange of India Limited.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

Item Nos. 1 & 2:

Approval of the "Godrej Agrovet Limited - Employees Stock Grant Scheme, 2018" ("ESGS 2018") and allotment of Equity Shares thereunder to the eligible Employees of the Company & Extension of the benefits of ESGS 2018 to the eligible Employees of the Subsidiary Companies.

The global business environment is becoming extremely competitive. The Company considers its employees as one of its best assets and the Company has been adopting appropriate measures for attracting, retaining and adequately compensating the qualified, talented and competent

personnel. In line with this, one of the steps taken by the Company is to grant Equity Shares of the Company to certain eligible employees of the Company and also to the employees of its Subsidiary companies to encourage value creation and value sharing with the employees. The Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee or such other Committee which the Board may constitute to act as the Compensation Committee under the Securities and Exchange Board of India ("SEBI") (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations") or their delegated authority), has proposed to introduce the "Godrej Agrovet Limited - Employees Stock Grant Scheme, 2018" ("ESGS 2018").

Pursuant to recommendation of the Nomination & Remuneration Committee, the Board of Directors at its Meeting held on Monday, May 14th, 2018 has granted its approval for the implementation of the ESGS 2018, subject to approval of the Members.

The salient features of ESGS 2018 are set out as per SEBI circular and are as under:

Sr. No.	Particulars	Description
A(i)	Brief description of the ongoing Stock Option Scheme	The Company does not have any ongoing Stock Option Scheme.
A(ii)	Brief description of the proposed Employee Stock Option Scheme (ESGS 2018)	ESGS 2018 applies to eligible Employees, who are in the whole-time employment of the Company or its Subsidiary Company (present and future), working in India or abroad, on the date of award of stock grant as well as on the date of vesting of the Equity Shares pursuant to the stock grant. ESGS 2018 is intended to reward the Eligible Employees for their performance and to motivate them to contribute to the growth and profitability of the Company. ESGS 2018 will help to retain talent in the organization as the Company views stock options as an instrument that would enable the Eligible Employees to share the value they create for the Company and align individual objectives with the objectives of the Company in the years to come.
B	Total Number of Options to be granted under ESGS 2018	• The total number of stock grants to be awarded under the ESGS 2018 shall not exceed 25,00,000 (Twenty Five Lakh) fully paid-up Equity Shares of the Company. • Not more than 5,00,000 (Five Lakh) fully paid-up Equity Shares or 1% (One per cent) of the issued Equity Share Capital at the time of awarding the stock grant, whichever is lower, can be awarded to any 1 (one) employee in any 1 (one) year.
C	Identification of class of employees entitled to participate and be beneficiaries in the ESGS 2018	Nomination and Remuneration Committee would decide the entitlement of each eligible Employee based on his / her past and current performance, level, grade, seniority or length of service, merit, key position, future potential contribution, conduct, potential, criticality of the position and such other parameters as may be decided by the Nomination and Remuneration Committee.
D	Requirements of vesting and period of vesting under ESGS 2018	• The Equity Shares shall be vested in the eligible Employees pursuant to the ESGS 2018 in the following ratio: o 1/3 (one-third) at the end of 1 (one) year from the date on which the stock grants are awarded; o 1/3 (one-third) at the end of 2 (two) years from the date on which the stock grants are awarded; o 1/3 (one-third) at the end of 3 (three) years from the date on which the stock grants are awarded. • The Equity Shares to be vested as above shall be subject to the condition that the eligible Employee is in continuous employment of the Company or the Subsidiary Company as the case may be, and is not serving any notice of resignation on the date of vesting of the grant. • Nomination and Remuneration Committee shall have the authority to vary the aforesaid terms subject to compliance with applicable regulations.
E	Maximum period (subject to Regulation 18(1) of SBEB Regulations) within which the options shall be vested under ESGS 2018	3 (three) years
F	Exercise price or Pricing formula under ESGS 2018	₹ 10/- (Rupees Ten Only) per Equity Share
G	Exercise period and process of exercise under ESGS 2018	• The eligible Employee shall exercise her / his right to acquire the Equity Shares vested in her / him within 1 (one) month from the date on which the Equity Shares get vested in her / him or such other period as may be determined by the Nomination and Remuneration Committee; • The eligible Employee shall exercise her / his right to acquire Equity Shares vested in her / him all at one time, and shall not be permitted to exercise in part at various points of time within the exercise period.
H	The appraisal process for determining the eligibility of employees to the ESGS 2018	Nomination and Remuneration Committee would decide the entitlement of each employee based on his / her past and current performance, level, grade, seniority or length of service, merit, key position, future potential contribution, conduct, potential, criticality of the position and such other parameters as may be decided by the Nomination and Remuneration Committee.

I	Maximum number of options to be issued per employee and in aggregate under ESGS 2018	• The total number of stock grants to be awarded under the ESGS 2018 shall not exceed 25,00,000 (Twenty Five Lakh) fully paid-up Equity Shares of the Company. • Not more than 5,00,000 (Five Lakh) fully paid-up Equity Shares or 1% (One per cent) of the issued Equity Share Capital at the time of awarding the stock grant, whichever is lower, can be awarded to any 1 (one) employee in any 1 (one) year.
J	Maximum quantum of benefits to be provided per employee under ESGS 2018	Not more than 5,00,000 (Five Lakh) fully paid-up Equity Shares or 1% (One per cent) of the issued Equity Share Capital at the time of awarding the stock grant, whichever is lower, can be awarded to any 1 (one) employee in any 1 (one) year.
K	Whether the ESGS 2018 is to be implemented and administered directly by the Company or through a trust	ESGS 2018 may be implemented either by the Company directly or through a trust to be set up in a manner as permissible under the SBEB Regulations and subject to applicable compliances, as may be decided by the Board.
L	Whether the ESGS 2018 involves new issue of shares by the Company or secondary acquisition by the trust or both	The ESGS 2018 involves new issue of Equity Shares by the Company.
M	The amount of loan to be provided for implementation of the ESGS 2018 by the Company to the trust, its tenure, utilization, repayment terms etc.	The Company will not provide any loan for implementation of ESGS 2018.
N	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme	Not Applicable
O	Compliance with Accounting Policies	The Company shall follow the relevant Indian Accounting Standard (Ind-AS), prescribed from time to time, including the disclosure requirements.
P	Method which the Company shall use to value its options	Black - Scholes Method
Q	Statement in connection with Valuation of Options using “Intrinsic Value Method”	Not Applicable

Regulation 6(1) of SBEB Regulations requires that every Employee Stock Option scheme shall be approved by the Members of the Company by passing a Special Resolution. Further, as ESGS 2018 will entail further issue of shares, consent of the Members is required by way of a Special Resolution pursuant to Section 62(1)(b) of the Companies Act, 2013. Accordingly, the Special Resolution set out at Item No. 1 of this Notice is proposed for approval by Members.

As per Regulation 6(3) of SBEB Regulations, a separate Special Resolution is required to be passed if the benefits of an Employee Stock Option scheme are to be extended to employees of the Subsidiary Company(ies). Accordingly, the Special Resolution set out at Item No. 2 of this Notice is proposed for approval by Members.

The Options to be granted under ESGS 2018 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The ESGS 2018 confirms to the SBEB Regulations.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under ESGS 2018 may be deemed to be concerned or interested, in the Special Resolutions at Item Nos. 1 and 2 of this Postal Ballot Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

The Board recommends the Special Resolutions set out at Item Nos. 1 and 2 of this Postal Ballot Notice for approval by the Members.

Item No. 3:

Increase in the investment limit of the Company upto ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) under Section 186 of the Companies Act, 2013.

The Company being the Holding Company for various Subsidiary Companies / Wholly Owned Subsidiary Companies (WOSs) and Associate Companies, extends financial support in the form of investments, loans and guarantees / security to various group companies and also in other entities from time to time as per the decisions of the Board.

As per provisions of Section 186 of the Companies Act, 2013, the Board of Directors of any Company can invest / give loans / guarantees or provide securities upto (i) 60% of its paid up share capital, free reserves and securities premium account or (ii) 100% of its free reserves and securities premium account, whichever is higher (prescribed limits). Investment / loan / guarantee / security beyond the prescribed limits, would require the approval / consent of the Members by way of Special Resolution.

The Members of the Company vide Special Resolution passed at the 24th (Twenty Fourth) Annual General Meeting of the Company dated July 24th, 2015 had approved a limit of ₹ 750 Crore (Rupees Seven Hundred Fifty Crore Only) for giving loans and guarantees, making investments and providing securities from time to time. The Company may have to make further inter corporate investments, loans, guarantees or securities, as a part of its expansion / growth strategy, and proposes to explore the viability of purchase of securities of various Body(ies) Corporate(s) and hence, it

deems appropriate to increase the limit from ₹ 750 (Rupees Seven Hundred Fifty Crore Only) to ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore Only).

The Board recommends the Special Resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution, except to the extent of their Shareholding in the Company, if any.

Item No. 4:

Increase in the borrowing powers of the Company upto a limit of ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors of the Company are presently authorized to borrow upto an amount of ₹ 750 Crore (Rupees Seven Hundred Fifty Crore Only) as per the provisions of Section 180(1)(c) of the Companies Act, 2013 vide the Resolution passed by the Members at the 24th (Twenty Fourth) Annual General Meeting of the Company held on July 24th, 2015. Considering the current growth plans of the Company and taking into account its future financial requirements, the Company proposes to enhance its borrowing limit under Section 180(1)(c) of the Companies Act, 2013 from ₹ 750 Crore (Rupees Seven Hundred Fifty Crore Only) to ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore Only).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution, except to the extent of their Shareholding in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 4 of this Postal Ballot Notice for approval by the Members.

Item No. 5:

To approve creation of Charge / Mortgage / Hypothecation under section 180 (1) (a) of the Companies Act, 2013 on the assets and properties of the Company.

The Company has been borrowing for its business requirements from time to time. Certain borrowing facilities are required to be secured by creation of mortgage / hypothecation / charge over its assets, moveable and immoveable properties by way of hypothecation, mortgage, assignment, lien, pledge etc. on the assets and properties of the Company, present and future, in favour of its lenders for the purpose of securing the loan facilities extended / to be extended by the lenders to the Company. Upon occurrence of default, if any, under the relevant loan / facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, moveable and immoveable properties including the rights of sale / disposal thereof. Creation of charge(s) as aforesaid and their enforcement as Company's lenders on occurrence of default, if any, may amount to a sale / disposal of the whole or substantially the whole of the undertaking of the Company. Pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Members by way of a Special Resolution, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking.

In addition to the facilities availed by the Company, the Company may be sanctioned term loans, working capital facilities from Financial Institutions / Banks and also foresees debt funding to partly finance the expansion / acquisition and modernization projects/ corporate purposes and hence the above Special Resolution to create charge by way of mortgage for securing financial assistance is being proposed for approval of Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolution, except to the extent of their Shareholding in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 5 of this Postal Ballot Notice for approval by the Members.

By Order of the Board of Directors
Sd/-
Vivek Raizada
Head – Legal & Company Secretary &
Compliance Officer

Mumbai, May 14th, 2018

Registered Office Address:-
Godrej Agrovet Limited
(CIN: L15410MH1991PLC135359)
"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai - 400079
Maharashtra
Tel. No.:(91 22) 2519 4416, **Fax:** (91 22) 2519 5124
Website: www.godrejagrovet.com
E-mail id: gavlinvestors@godrejagrovet.com

Enclosures:

i) Postal Ballot Form

ii) Self-addressed Postage Pre-Paid Business Reply Envelope

www.sapprints.com

GODREJ AGROVET LIMITED

Corporate Identity Number (CIN): L15410MH1991PLC135359
Registered Office: "Godrej One", 3rd Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai-400079, Maharashtra
Tel.: (91 22) 2519 4416, **Fax:** (91 22) 2519 5124,
Website: www.godrejagrovet.com, **Email:** gavlinvestors@godrejagrovet.com

POSTAL BALLOT FORM

Postal Ballot No.

1. Name and Registered Address of the sole/first named Member :
2. Name(s) of the joint-holder(s), if any :
3. Folio No./ DP ID* / Client ID* : (*applicable only to Members holding Equity Shares in dematerialised form) :
4. Number of Equity Share(s) held : :

I / we hereby exercise my / our vote(s) in respect of the following resolution(s) to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated Monday, 14th May, 2018, issued by the Company, by conveying my / our assent or dissent to the said resolution(s) by placing a tick mark (✓) in the appropriate box below:

Item No.	Description	Type of Resolution (Ordinary / Special)	Number of Equity Shares held by me / us	I / We assent to the resolution (FOR)	I / We dissent from the resolution (AGAINST)
1	Approval of the "Godrej Agrovet Limited- Employees Stock Grant Scheme, 2018" ("ESGS 2018") and allotment of Equity Shares thereunder to the eligible Employees of the Company.	Special			
2	Extension of the benefits of "Godrej Agrovet Limited- Employees Stock Grant Scheme, 2018" ("ESGS 2018") to the eligible Employees of the Subsidiary Companies.	Special			
3	Increase in the investment limit of the Company upto Rs. 2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) under Section 186 of the Companies Act, 2013.	Special			
4	Increase in the borrowing powers of the Company upto a limit of Rs. 2,500 Crore (Rupees Two Thousand Five Hundred Crore Only) under Section 180 (1) (c) of the Companies Act, 2013.	Special			
5	To approve creation of Charge / Mortgage / Hypothecation under Section 180 (1) (a) of the Companies Act, 2013 against the assets / properties of the Company.	Special			

Place :
Date :

(Signature of Member or Authorised Signatory)

PARTICULARS FOR E-VOTING

Members opting to vote through e-voting, instead of voting through the physical Postal Ballot, may access the e-voting facility through the web link: https://evoting.karvy.com. Particulars of e-voting are as under:-

EVEN (E-Voting Event Number)	User ID	Password

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:-

Commencement of Voting	End of Voting
From 9.00 a.m. (IST) on Monday, 21st May, 2018	Upto 5.00 p.m. (IST) on Tuesday, 19th June, 2018

The voting will not be allowed after 5:00 p.m. (IST) on Tuesday, 19th June, 2018 and e-voting shall be disabled by Karvy Computershare Private Limited upon expiry of the aforesaid date and time.

INSTRUCTIONS

1. If a Member exercises voting right through voting by electronic means (e-voting), the Postal Ballot Form need not be sent to the Company.
2. A Member desirous of exercising vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne by the Company.
3. A Member may vote through e-voting as per Information and Instructions relating to e-voting provided in the Postal Ballot Notice sent herewith.
4. The Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named Member and in his / her absence, by the next-named Member.
5. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
6. The consent must be accorded by recording the assent in the column "**FOR**" and dissent in the column "**AGAINST**" by placing a tick mark (√) in the appropriate box.
7. The vote(s) of a Member will be considered invalid *inter alia* on any of the following grounds:
   a. Postal Ballot Form other than the one issued by the Company is used;
   b. if the Member's signature does not tally;
   c. if the Member has put a tick mark (√) in both the columns, that is, for '**Assent'** and also for '**Dissent'** to the resolutions in such manner that the aggregate shares voted for '**Assent'** and '**Dissent'** exceed the total number of shares held;
   d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
   e. if the Member has made any amendment to the resolution or imposed any condition while exercising his vote;
   f. if the Postal Ballot Form is received torn or defaced or mutilated;
   g. any competent authority has given directions in writing to the Company to freeze the voting rights of the Members.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. (IST) on Tuesday, 19th June, 2018. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such Member has not been received.
9. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Member / beneficial owner (in case of electronic shareholding) as on Tuesday, 15th May, 2018.
10. A Member may request for a duplicate Postal Ballot Form, if so required, from M/s. Karvy Computershare Private Limited having its address at: Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 (Tel: +91 40 6716 2222, E-mail: einward.ris@karvy.com). However, the duly filled-in duplicate Postal Ballot Form should reach the Scrutinizer on or before 5:00 p.m.(IST) on Tuesday, 19th June, 2018.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.

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